

File No. 69301



Certificate of Incorporation
OF

JOSEPHINE DEVELOPMENT CO., INC.

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

SEAL

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 24th day of July, 19 62.

Frank J. Kelly

Corporation Commissioner

By

Helmut Krueger

Chief Clerk

WESTERN MINERALS LLC



6930416-17369538

ZIMGNEW

OF
JOSEPHINE DEVELOPMENT CO., INC.

We, Gloria C. Smith, Jessie L. Carver, and Lela A. Porter,
all of Jackson County, Oregon, whose names are hereunto subscribed,
do hereby associate ourselves together for the purpose of forming
a corporation under and by virtue of the laws of the State of Ore-
gon, relative to the formation of a private corporation.

ARTICLE I.

The name of said corporation shall be
"JOSEPHINE DEVELOPMENT CO., INC."
and its duration shall be perpetual.

ARTICLE II.

The primary business in which this corporation intends to
initially engage is to own, manage, lease, sell and otherwise dis-
pose of real and personal property; to own, lease and operate manu-
facturing plants and in addition to the powers specifically cor-
ferred upon private corporations by ORS Chapter 57, the genera
purposes, enterprises, businesses, pursuits, occupations and powers
which this corporation proposes to engage in and exercise are as
follows:

1. To carry on and conduct a general land and development
business, including therein the acquisition by purchase, or otherwise
real estate or other property, personal or mixed, and to acquire by
purchase, or otherwise own, hold, buy, sell, convey, lease, mortgage
or encumber real estate or other property, personal or mixed; to sur-
vey, subdivide, plat, improve and develop lands for purposes of sale
or otherwise, and to do and perform all things needful and lawful for
the development and improvement of the same for residence, trade or
business.

2. To own, lease and operate sawmills, to purchase, manufac-
ture and sell lumber, brick and other building materials, to build
and repair houses, boats and barges and other structures, to build,
maintain and operate marine ways and docks, to conduct a mercantile
business in connection with said operations, and to purchase, hold
and lease such real estate as may be necessary for the successful
operation of the aforesaid business.

3. To conduct and carry on the business of builders and
contractors for the purpose of building, erecting, altering, re-
pairing or doing any other work in connection with any and all
classes of building and improvements of any kind and nature, what-
soever, including the building, rebuilding, alteration, repairing

1 or improvement of houses, factories, buildings, works or erections
2 of every kind and description whatsoever, including the locating,
3 laying out and constructing of roads, avenues, docks, slips, sewers,
4 bridges, wells, walls, canals, and generally in all classes of
5 buildings, erections and works, both public and private, or integral
6 parts thereof, and to perform engineering and architectural work,
7 including the preparation of plans and specifications in expert
8 work, as acting and consulting and ~~superintending~~ engineers and
9 architects, and generally to do and perform any and all works as
10 builders and contractors, and with that end in view to solicit,
11 obtain, make, perform and carry out contracts covering the building
12 and contracting business and the work connected therewith.

13
14 4. To buy lands having timber thereon and to buy timber
15 privileges and timber standing on lands of others and to buy logs
16 and to convert all such timber and logs into lumber and to buy
17 timber of all kinds and to manufacture doors, sash frames for doors
18 and windows, and frames for houses, headins, staves and barrels
19 and other kinds of wooden vessels, and handles for all kinds of
20 tools, utensils and implements and other articles manufactured from
21 wood, and to gather and buy tan bark and to sell and dispose of all
22 such lumber and articles which may be so manufactured by said
23 company and such tan bark, and generally to carry on a general
24 lumber business and manufacture useful articles therefrom and sell
25 the same.

26 5. To carry on a general lumber, tanning and milling
27 business; to lease, purchase and hold timberlands, and other lands
28 in connection therewith; to buy, cut, sell, manufacture and ship
29 timber, lumber, grain, pulp, tan bark, and the products thereof;
30 construct, own, lease and operate grist mills, sawmills, pulp
31 mills, tan bark mills, and other mills; also roads for the trans-
32 portation of the said commodities to and from said mills; also
side booms and pocket booms and shear booms, at or near said mills,
for the purpose of catching and holding logs and other timber to
be used and manufactured at said mills; to carry on a general
merchandise business in connection with said lumber and milling
business, and to do all things legal, necessary or proper to be
done for the successful conduct of the business herein contemplated
and incidental to said business.

33 6. To manufacture, buy, sell, trade and deal in all and
34 every kind of material, product, manufactured or unmanufactured,
35 iron, steel, wood, brick, cement, granite, stone and other products
36 and materials, including the quarrying of stone, to buy, acquire,
37 hold, use, employ, mortgage, convey, lease, and dispose of patent
38 rights, letters patent, processes, devices, inventions, trademarks,
39 formulas, goodwill and other rights.

40 7. To subdivide real property into lots, blocks, acreage
41 and other tracts, receive and receipt for moneys for the same for
42 itself and others.

43 8. To buy, purchase, lease or exchange real or personal
44 property, including its own capital stock, from or with its
45 directors, stockholders or officers.

46 9. To acquire by exchange for its capital stock, purchase
47 or otherwise, real and personal property of every kind and the
48 capital stock, bonds or other securities of other corporations or
49 firms.

50 10. To borrow money and issue its notes, bonds, mortgages

1 or other evidences of debt therefor and to make the same negotiable
2 or non-negotiable.

3 11. To mortgage, deed, pledge, lease or otherwise dispose
4 of or hypothecate any of its real or personal property as security
5 for such bonds or other indebtedness, notes or other evidences of
6 debt, and to provide the terms of payment and to issue its interest
7 coupons in payment of interest, or as evidence of such interest
8 and to redeem the same.

9 12. To hold, use, repair, improve, mortgage, sell, lease
10 sublet or convey or otherwise handle or dispose of any of its real
11 or personal property, or any interest therein, or any franchise,
12 grant, easement, or right of way or interest therein, or any bonds,
13 securities, corporate stock or other property or interest therein.

14 13. To search for, prospect and explore for ores and min-
15 erals and to locate mining claims, grounds or lodes in the United
16 States of America or the territories thereof or in foreign coun-
17 tries, and record the same pursuant to the mining laws of the said
18 United States or other countries; to bore, drill, prospect and
19 mine for gold, silver, copper, lead, zinc, iron, antimony, tin,
20 asbestos, lime, limestone, other stone, and all kinds of ores,
21 metals, minerals and precious stone, oils, gas and coal, and to
22 mill, convert, prepare for market and otherwise produce and deal
23 in the same and in the products and by-products thereof; to pur-
24 chase or otherwise acquire, own, exchange, sell or otherwise dispose
25 of, mortgage, hypothecate and deal in minerals and mineral lands of
26 all kinds, oil, coal, and timber lands, personal estate, water and
27 water rights, and to work, explore, operate and develop the same,
28 and carry on the business of mining in all its branches; to carry
29 on the business of searching for, prospecting, preparing, procuring,
30 refining, piping, storing, transporting, supplying, buying, selling,
31 manufacturing and distributing petroleum and other oils and their
32 products and by-products; to construct, build, operate and maintain,
oil wells, refineries, buildings, works, workshops, laboratories,
machinery, power plants, mills, reduction plants, stamp mills,
sawmills, stores and warehouses; to acquire by grant, purchase,
or otherwise, any property or privileges from any government, or
from any authority, individual, municipal or otherwise, and to
perform and fulfill the conditions thereof.

33 14. To carry on the business of mining, milling, concentr-
34 ating, converting, smelting, treating, preparing for market, manufac-
35 turing, buying, selling, exchanging, and otherwise producing and
36 dealing in gold, silver, copper, lead, zinc, brass, iron, steel, and
37 all kinds of ores, metals and minerals, and the products and by-
38 products thereof of every kind and description and by whatsoever pro-
39 cess the same can be or may hereafter be produced, and generally and
40 without limit as to amount, to buy, sell, exchange, lease, acquire
41 and deal in lands, mines and mineral rights and claims, and to
42 conduct all business appertaining thereto; to purchase, lease or
43 otherwise acquire mining rights, timber rights, oil and gas rights,
44 mines, buildings, dwellings, plants, machinery, tools and other
45 properties whatsoever which this corporation may from time to time
46 find to be for its advantage and purpose; to mine and market any miner-
47 al or other product that may be found in or on such lands, and to ex-
48 plore, work, exercise, develop or turn to account the same.

49 15. To subscribe for, purchase, hypothecate, or otherwise
50 take, receive or hold the corporate stocks and bonds of any other
51 company, firm or corporation, and to trade and exchange any and all
52 classes of securities and to take the same as a pledge for debt or

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ATTORNEYS AT LAW
STANDARD INSURANCE BLDG. - 711 EAST MAIN ST.
MEMPHIS, TENNESSEE

1 otherwise, and to pledge or hypothecate the same and to do all
2 things in reference to the subscription for, or payment for, or
otherwise acquiring, holding, or disposing of corporate bonds and
other securities.

3
4 16. To enter into contracts with other corporations,
partnerships, associations or individuals, to finance said cor-
5 porations, partnerships, associations or individuals, by selling
their stocks, shares or interests in said corporations, partner-
6 ships, associations or private business of an individual, on terms
mutually satisfactory to said contracting parties, or to assist in
7 the financing of said corporations, partnerships, associations or
individuals by underwriting the security issue of said above
8 mentioned business organizations, of every kind, or by the sale,
purchase or other method of disposition of the negotiable paper
9 or bonds of said corporation, partnership, association or individual,
and to enter into contracts to finance corporations, partnerships,
10 associations or individuals by any means that may be lawful and
proper, and to accept for said services any remuneration agreed
11 upon whether in the form of stock, bonds, cash, negotiable paper
or otherwise.

12 17. Without in any particular limiting or restricting any
13 of the objects and powers of the corporation, it is hereby expressly
declared and provided that the corporation shall have power to issue
14 bonds and other obligations, and shares of its capital stock, in
payment for property purchased or acquired by it, or for any other
15 lawful object in and about its business; to mortgage or pledge any
stocks, bonds or other obligations, or any property which may be
16 acquired by it; to secure any bonds, guarantees or other obligations
acquired by it; to secure any bonds, guarantees or other obligations
17 by it issued or incurred; to guarantee any dividends, or bonds or
contracts or other obligations; to make and perform contracts of
18 every kind and description; and in carrying on its business or for
the purpose of attaining or furthering any of its objects or
19 purposes, to do any and all other things and exercise any and all
other powers which a copartnership or natural person could do and
20 exercise, or which now or hereafter may be authorized by law.

21 18. Generally to do all other things necessary and proper
in the premises in the promotion of the above mentioned objects,
22 all of which powers the said corporation shall be authorized to
exercise in the state of Oregon, and in the states and territories,
23 of the United States and elsewhere, and to take out such additional
charters and licenses as may be required to be taken out by the
24 laws of the United States, states, territories and other countries
as prerequisites of doing business therein.

25 ARTICLE III.

26 The capital stock of this corporation shall be \$250,000.00,
27 and such capital stock shall be divided into 2,500 shares of the
28 par value of \$100.00 each; this corporation shall not commence
29 business until there has been paid in for the issuance of its
30 shares, consideration of the value of at least \$1,000.00.

31 ARTICLE IV.

32 The address of the initial registered office of the

1 corporation is 315 N. E. 6th Street, Grants Pass, Oregon, and the
2 name of its initial registered agent at such address is W. J.
3 Moyer.

4 ARTICLE V.

5 The number of directors constituting the initial board
6 of directors of the corporation is seven. The name and address of
7 each of the members of the initial board of directors is:-

- 8 W. Stewart Orr, 416 N. W. Midland Ave., Grants Pass, Ore.
9 Sidney Bazett, Scoville Road, Grants Pass, Ore.
10 Len Grover, 1855 Portola Drive, Grants Pass, Ore.
11 W. J. Moyer, 315 N. E. 6th Street, Grants Pass, Ore.
12 Albert Bauer, Public Service Bldg., 920 S. W. 6th,
Portland, Oregon
13 David M. Irving, 216 West Main St., Medford, Oregon
14 Glenn L. Jackson, 216 West Main St., Medford, Oregon

15 ARTICLE VI.

16 The name and address of each incorporator is:

- 17 Gloria C. Smith, 711 East Main Street, Medford, Oregon
18 Jessie L. Carver, 711 East Main Street, Medford, Oregon
19 Lela A. Porter, 711 East Main Street, Medford, Oregon.

20 IN WITNESS WHEREOF, we, the undersigned, have hereunto
21 affixed our hands and seals all on this 23rd day of July, 1962.

22
23
24 Gloria C. Smith SEAL
25 Jessie L. Carver SEAL
26 Lela A. Porter SEAL

27 State of Oregon }
28 County of Jackson } ss.

29 I, Kathleen W. Smith, a Notary Public for Oregon, hereby
30 certify that on the 23rd day of July, 1962, before me personally
31 appeared Gloria C. Smith, Jessie L. Carver and Lela A. Porter,
32 who being by me first duly sworn, severally declared that they
are the persons who signed the foregoing document as incorporators,
and that the statements therein contained are true.

Kathleen W. Smith
Notary Public for Oregon
My commission expires Nov. 6, 1965.

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MEDFORD, OREGON